

**Amendment to the Agreement
Between
CTC Exchange Services, Inc.
and
BellSouth Telecommunications, Inc.
Dated September 1, 2006**

Pursuant to this Amendment, (the "Amendment"), CTC Exchange Services, Inc. (CTCES), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated September 1, 2006 (Agreement) to be effective September 1, 2006 (Effective Date).

WHEREAS, BellSouth and CTCES entered into the Agreement on September 1, 2006, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following new Section 2.1.13 and subsections to Attachment 2 of the Agreement.

2.1.13 Unbundled Loop Service Rearrangements

- 2.1.13.1 The Unbundled Loop Service Rearrangement processes will allow changes to be made to a working UNE Loop facility assignment within the same end-user serving wire center. Service Rearrangements will result in service outages to the end-user during the time the loop is being moved.
- 2.1.13.2 A Service Rearrangement connecting facility change (CFC) allows CTCES to change its installed loop from one working facility assignment to another facility assignment. CFC includes Connecting Facility Assignment (CFA) and Cable ID & Pair changes within same collocation arrangement or from collocation to collocation. CFA changes are allowed within same mux or from mux to mux. For a CFC, there can be no change in the class of service of the loop, the loop type cannot change and the end-user must remain the same.
- 2.1.13.3 A Service Rearrangement connecting facility move (CFM) allows CTCES to move the loop facility assignment from a collocation arrangement to a mux or from a mux to a collocation arrangement. CFMs require a change to the loop basic class of service (collocated loop vs. commingled loop). The loop type cannot change and the end-user must remain the same.
- 2.1.13.4 BellSouth shall charge the applicable Service Rearrangement - change in loop facility rate found in Exhibit A.

- 2.1.13.5 For Unbundled Loop Service Rearrangement terms and conditions, CTCES should refer to the CLEC Information Package and ordering guides on the BellSouth Interconnection web site.
2. The Parties agree to add the rates for Designed and Non-Designed Unbundled Loop Service Rearrangements to Exhibit A of Attachment 2 as set forth in Exhibit 1, attached hereto and incorporated herein by this reference.
 3. All of the other provisions of the Agreement, dated September 1, 2006, shall remain in full force and effect.
 4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.By: 

Name: Kristen E. Shore

Title: Director

Date: 8/10/06

CTC Exchange Services, Inc.By: 

Name: James E. Hausman

Title: SVP & CFO

Date: 8/7/06

Version: Generic Amendment Template
XX/XX/XX

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UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2 Exh: A					
CATEGORY	RATE ELEMENTS		Interi m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	2-WIRE ANALOG VOICE GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEA	UREWO		87.72	36.36							
	4-WIRE ANALOG VOICE GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEA	UREWO		87.72	36.36							
	2-WIRE ISDN DIGITAL GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UDN	UREWO		120.98	33.04							
	2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UAL	UREWO		44.69	29.29							
	2-WIRE HIGH BIT RATE DIGITAL SUBSCRIBER LINE (HDSL) COMPATIBLE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UHL	UREWO		44.69	31.55							
	4-WIRE HIGH BIT RATE DIGITAL SUBSCRIBER LINE (HDSL) COMPATIBLE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UHL	UREWO		44.69	31.55							
	4-WIRE DS1 DIGITAL LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			USL	UREWO		100.91	42.97							
	4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UDL	UREWO		101.95	49.66							
	2-WIRE Unbundled COPPER LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UCL	UREWO		44.69	31.55							
	4-WIRE COPPER LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UCL	UREWO		44.69	31.55							
UNE LOOP COMMINGLING																
	2-WIRE ANALOG VOICE GRADE LOOP - COMMINGLING															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCVG	UREWO		87.72	36.36							
	4-WIRE ANALOG VOICE GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCVG	UREWO		87.72	36.36							
	4-WIRE DS1 DIGITAL LOOP - COMMINGLING															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCD1	UREWO		100.91	42.97							
	4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP - COMMINGLING															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCUD	UREWO		101.95	49.66							

UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2 Exh: A					
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	2-WIRE ANALOG VOICE GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEA	UREWO		87.49	36.26							
	4-WIRE ANALOG VOICE GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEA	UREWO		87.49	36.26							
	2-WIRE ISDN DIGITAL GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UDN	UREWO		91.39	44.04							
	2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UAL	UREWO		78.06	32.38							
	2-WIRE HIGH BIT RATE DIGITAL SUBSCRIBER LINE (HDSL) COMPATIBLE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UHL	UREWO		78.00	32.38							
	4-WIRE HIGH BIT RATE DIGITAL SUBSCRIBER LINE (HDSL) COMPATIBLE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UHL	UREWO		78.00	32.38							
	4-WIRE DS1 DIGITAL LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			USL	UREWO		100.82	42.93							
	4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UDL	UREWO		101.86	49.62							
	2-WIRE Unbundled COPPER LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UCL	UREWO		89.06	34.45							
	4-WIRE COPPER LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UCL	UREWO		89.06	34.45							
UNE LOOP COMMINGLING																
	2-WIRE ANALOG VOICE GRADE LOOP - COMMINGLING															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCVG	UREWO		87.49	36.26							
	4-WIRE ANALOG VOICE GRADE LOOP -COMMINGLING															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCVG	UREWO		87.49	36.26							
	4-WIRE DS1 DIGITAL LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCD1	UREWO		100.82	42.93							
	4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCUD	UREWO		101.86	49.62							

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2 Exh: A						
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
	2-WIRE ANALOG VOICE GRADE LOOP																
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEA	UREWO		87.90	36.44								
4-WIRE ANALOG VOICE GRADE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEA	UREWO		87.90	36.44								
2-WIRE ISDN DIGITAL GRADE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UDN	UREWO		91.82	44.25								
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UAL	UREWO		86.38	40.48								
2-WIRE HIGH BIT RATE DIGITAL SUBSCRIBER LINE (HDSL) COMPATIBLE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UHL	UREWO		86.32	40.48								
4-WIRE HIGH BIT RATE DIGITAL SUBSCRIBER LINE (HDSL) COMPATIBLE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UHL	UREWO		86.32	40.48								
4-WIRE DS1 DIGITAL LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			USL	UREWO		101.30	43.13								
4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UDL	UREWO		102.34	49.85								
2-WIRE Unbundled COPPER LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UCL	UREWO		94.87	42.57								
4-WIRE COPPER LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UCL	UREWO		94.87	42.57								
UNE LOOP COMMINGLING																	
2-WIRE ANALOG VOICE GRADE LOOP - COMMINGLING																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCVG	UREWO		87.90	36.44								
4-WIRE ANALOG VOICE GRADE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCVG	UREWO		87.90	36.44								
4-WIRE DS1 DIGITAL LOOP - COMMINGLING																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCD1	UREWO		101.30	43.13								
4-WIRE 19.2, 56 OR 64 KBPS DIGITAL GRADE LOOP																	
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			NTCUD	UREWO		102.34	49.85								

UNBUNDLED NETWORK ELEMENTS - Georgia												Attachment: 2 Exh: A			
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						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
2-WIRE ANALOG VOICE GRADE LOOP															
				UEANL	UREWO		15.75	8.92	5.61	1.72					
2-WIRE UNBUNDLED COPPER LOOP - NON-DESIGNED															
				UEQ	UREWO		14.25	7.42							

UNBUNDLED NETWORK ELEMENTS - North Carolina												Attachment: 2 Exh: A				
CATEGORY	RATE ELEMENTS		Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
2-WIRE ANALOG VOICE GRADE LOOP																
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEANL	UREWO		15.74	8.92							
2-WIRE Unbundled COPPER LOOP																
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit			UEQ	UREWO		14.23	7.41							

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2 Exh: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP															
	2-WIRE ANALOG VOICE GRADE LOOP														
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit													
				UEANL	UREWO		15.81	8.96	23.56	5.32					
2-WIRE Unbundled COPPER LOOP															
		Unbundled Loop Service Rearrangement, change in loop facility, per circuit													
				UEQ	UREWO		14.30	7.45	22.66	4.42					